

## **ATTACHMENT 3**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

FORTY-SEVENTH MONTHLY APPLICATION OF  
BEVERIDGE & DIAMOND, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD FROM SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	September 1, 2009 through September 30, 2009
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$6,836.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$53.92

This is a:     XX     monthly     \_\_\_\_\_ interim     \_\_\_\_\_ final application.

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 <sup>2</sup>	\$ 57.62	\$46,587.50 <sup>3</sup>	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 <sup>4</sup>	\$1,308.41	\$ 5,726.25 <sup>5</sup>	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 – 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 – 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 – 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 – 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 – 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 – 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 – 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 – 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 – 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 – 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 – 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 – 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07 – 4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 – 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 – 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07 – 7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 – 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 – 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07 – 11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07 – 12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08 – 3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08 – 4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08 – 5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

<sup>2</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>3</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>4</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

<sup>5</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	\$25,585.00	\$1.40
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	\$39,237.00	\$516.80
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	\$ 8,128.00	\$ 46.35
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$1,411.58	Pending	Pending
7/20/09	5/1/09 - 5/31/09	\$ 80,837.00	\$ 1,411.58	Pending	Pending
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	Pending	Pending
9/15/09	7/1/089 - 7/31/09	\$6,972.00	\$ 534.11	Pending	Pending
10/1/09	8/1/09 - 8/31/09	\$1,991.50	\$ 5.80	Pending	Pending

### B&D PROFESSIONALS<sup>6</sup>

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Pamela D. Marks	Principal; Joined Firm 1997; Member of MD Bar since 1986	\$420.00	7.80	\$3,276.00
Laura K. McAfee	Principal; Joined Firm 2001; Member of MD Bar since 1991	\$445.00	8.00	\$3,560.00

Total Fees: \$6,836.00  
Total Hours: 15.80  
Blended Rate: \$433.00

### TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	15.80	\$6,836

<sup>6</sup> These amounts are the sum total from all of the invoices attached hereto.

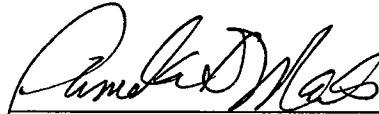
EXPENSE SUMMARY<sup>7</sup>

Expense Category	Service Provider (if applicable) <sup>8</sup>	Total Expense
Express Delivery	UPS	\$52.92
Long Distance Telephone		\$1.00

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period September 1, 2009 through September 30, 2009, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$6,836.00 and actual and necessary expenses in the amount of \$53.92 for a total allowance of \$6,889.92 and payment of \$5,468.80 (80% of the allowed fees) and reimbursement of \$53.92 (100% of the allowed expenses) be authorized for a total payment of \$5,522.72, and for such other and further relief as this Court may deem just and proper.

Dated: October 27, 2009

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks  
 201 N. Charles Street, Suite 2210  
 Baltimore, MD 21201  
 Telephone: 410-230-1315  
 Facsimile: 410-230-1389  
 Counsel for Debtors and Debtors in Possession

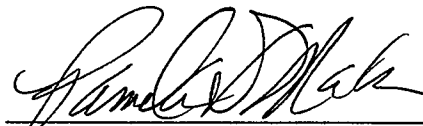
<sup>7</sup> These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

<sup>8</sup> B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



\_\_\_\_\_  
Pamela D. Marks

SWORN AND SUBSCRIBED

before me this 27 day of October, 2009.



Notary Public: Debora R. Melnyk

My Commission Expires: May 27, 2013

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S  
MONTHLY FEE APPLICATION FOR THE PERIOD  
SEPTEMBER 1, 2009 THROUGH SEPTEMBER 30, 2009

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

# **EXHIBIT A**

**(Russell Field)**



LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-3850

W. R. Grace & Co.  
Attn: Lydia Duff, Esq.  
Division Counsel  
7500 Grace Drive  
Columbia, MD 21044

October 21, 2009  
Client/Matter # 01246-014015  
Invoice # 131723  
Federal ID# 52-1247549

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For Legal Services Rendered Through 09/30/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Russell Field

09/01/09	P. Marks	0.30	Check status of original signatures and filing to wrap up matter.
09/14/09	P. Marks	1.20	Prepare response to creditors committee re settlement proposal; email exchanges with client re same.
09/21/09	P. Marks	0.20	Review correspondence to creditor's committee.
09/29/09	P. Marks	0.60	Close out and organize files; communications re final update to J. Kass.

Total Hours : 2.30  
Total Fees : \$966.00

Disbursements:

Long Distance Telephone	1.00
Express Delivery	52.92

Total Disbursements : \$53.92

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	2.30	\$420.00	\$966.00

Total Fees : \$966.00

Total Disbursements : \$53.92

TOTAL DUE : \$1,019.92

# **EXHIBIT B**

**(General Regulatory/Compliance Issues)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-3850

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

October 21, 2009  
Client/Matter # 01246-012100  
Invoice # 131721  
Federal ID# 52-1247549

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For Legal Services Rendered Through 09/30/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

General Regulatory/Compliance Issues

09/22/09	L. McAfee	4.00	Review Title V permit and fact sheet; preparation for site meeting re air issues; site meeting.
09/24/09	L. McAfee	1.50	Draft memorandum summarizing site visit.
09/25/09	L. McAfee	2.00	Draft summary of 9/22 site visit; email L. Duff re same.
09/28/09	L. McAfee	0.50	Review, revise, and finalize memorandum re S. Dyer debrief; email L. Duff re same.

Total Hours : 8.00

Total Fees : \$3,560.00

BEVERIDGE &amp; DIAMOND, P.C.

VOICE # 131721

October 21, 2009

PAGE 2

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
L. McAfee	8.00	\$445.00	\$3,560.00
Total Fees :			\$3,560.00
TOTAL DUE :			\$3,560.00

# **EXHIBIT C**

**(Curtis Bay FUSRAP Bankruptcy Claim Resolution)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-3850

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

October 21, 2009  
Client/Matter # 01246-011548  
Invoice # 131720  
Federal ID# 52-1247549

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For Legal Services Rendered Through 09/30/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Curtis Bay FUSRAP Bankruptcy Claim Resolution

09/02/09	P. Marks	0.30	Email exchange re contractor issue and review developments.
09/18/09	P. Marks	1.00	Evaluate USACE presentation for CAP meeting; prepare comments re same.
09/22/09	P. Marks	0.30	Coordinate with team re public meetings.

Total Hours :	1.60
Total Fees :	\$672.00

EVERIDGE &amp; DIAMOND, P.C.

INVOICE # 131720

October 21, 2009

PAGE 2

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	1.60	\$420.00	\$672.00
Total Fees :			\$672.00
TOTAL DUE :			\$672.00



# **EXHIBIT D**

**(Curtis Bay RCRA 2)**

**LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-3850**

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

October 21, 2009  
Client/Matter # 01246-013923  
Invoice # 131722  
Federal ID# 52-1247549

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For Legal Services Rendered Through 09/30/09 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Curtis Bay RCRA 2

09/23/09	P. Marks	1.80	Telephone conference with L. Duff re OMC Plant change and steps to address issue; prepare email to client re same; review correspondence to EPA and subpart BB.
09/25/09	P. Marks	1.30	Prepare draft correspondence to EPA; review prior responses to EPA re same.
09/30/09	P. Marks	0.80	Telephone conference with L. Duff and M. Obradovic re Subpart BB record-keeping and related issues.

Total Hours : 3.90

Total Fees : \$1,638.00

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 131722

October 21, 2009

PAGE 2

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	3.90	\$420.00	\$1,638.00
Total Fees :			\$1,638.00
TOTAL DUE :			\$1,638.00